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TORONTO STOCK EXCHANGE

FILING STATEMENT No. 110.
ACCEPTED FOR FILING, JULY 21st, 1958.

ROCHE MINES LIMITED

Full corporate name of Company
Incorporated under the Laws of the Province of Ontario by Letters
Patent dated the 7th day of May, 1934.

Particulars of incorporation (e.g., Incorporated under Part IV of The Corporations Act, 1953 (Ontario) by
Letters Patent dated May 1st, 1957)

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

JUL 23 1958

1. Head office address and any other office address.	Room 605, 372 Bay Street, Toronto, Ontario.
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Subject to the approval of the Toronto Stock Exchange, the Company has entered into an agreement with E.H.Pooler & Co.Limited for the sale of 475,000 shares as follows: 400,000 at 15¢ per share and 75,000 at 20¢ per share and the granting to E.H.Pooler & Co.Limited of an option to purchase an additional 525,000 shares as follows: 125,000 at 20¢ per share; 200,000 at 25¢ per share and 200,000 at 30¢ per share, payable 200,000 shares within 3 months, 200,000 shares within 6 months and 125,000 shares within 8 months.
3. Names, addresses and chief occupations for the past five years of officers and directors.	President & Director: John R. Rea, 372 Bay Street, Toronto. Mining Executive. Vice-President & Director: Peter J. Roche, 372 Bay Street, Toronto. Prospector. Secretary-Treasurer: Gordon McLaughlin, 372 Bay Street, Toronto. Queen's Counsel. Director: M. T. Rea, 316 Spadina Road, Toronto - Housewife. Director: Alfred Bunting, 66 Yonge Street, Toronto - Stock Broker. Director: Ernest Bauckham, 22 Sunnyslope, Highland Creek P. O.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital: 7,500,000 shares of the par value of \$1.00 each. Issued and outstanding: 5,100,000 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	None such are outstanding or proposed to be issued.
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	(1) Frame McPadyen & Co. Ltd. - 25 King Street W., Toronto - 259,100 (2) Doherty, Roadhouse & Co. - 335 Bay Street, Toronto - 184,329 (3) Thompson & McKinnon - 55 Yonge Street, Toronto - 171,400 (4) E. H. Pooler & Co. Ltd. - 302 Bay Street, Toronto - 166,500 (5) H. O. Peet & Co. - 23 W. 10th Street, Kansas City, Mo. - 164,100 The beneficial owners of the above shares are unknown to the signatories.
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Subject to the approval of the Toronto Stock Exchange, E.H.Pooler & Co. Limited has agreed to firmly purchase 475,000 shares of the capital stock of the Company as follows: 400,000 shares at 15¢ per share and 75,000 shares at 20¢ per share, and in consideration of E.H.Pooler & Co.Limited paying for the said shares the Company has granted to E.H.Pooler & Co. Limited and option to purchase an additional 525,000 shares as follows:- 125,000 shares at 20¢ per share; 200,000 shares at 25¢ per share and 200,000 shares at 30¢ per share, payable 200,000 shares within 3 months, 200,000 shares within 6 months and 125,000 shares within 8 months.
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None other than E.H.Pooler & Co. Limited.
9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	90,000 shares of the capital stock of the Company are held by The Sterling Trusts Corporation, 372 Bay Street, Toronto, subject to release upon the consent of the Toronto Stock Exchange.
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	John R. Rea and Peter J. Roche, both of 372 Bay Street, Toronto, each own 45,000 of the said 90,000 escrowed shares and which are registered in their respective names as owners.

FINANCIAL STATEMENTS

ROCHE MINES LIMITED

Balance Sheet

at
June 17, 1958

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ASSETS

Cash.....	\$91,965.08
Investment in shares of mining companies, at cost (approximate quoted market value \$55,865.00)	36,463.77
Mining claims, at the consideration given therefor represented by 1,000,000 shares of the company's capital stock valued at 10¢ per share and \$1,431.10 cash.....	101,431.10
Buildings, equipment, machinery and tools, as valued by the management.....	25,451.77
Office furniture and equipment, at cost.....	2,611.42

LIABILITIES

Capital Stock:

Authorized, 7,500,000 shares, par value \$1.00 each.

Issued, 5,100,000 shares,

Approved on behalf of the Board,

"John. R. Rea"

John. R. Rea Director

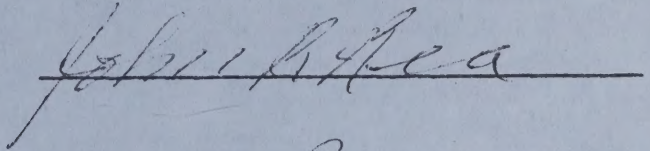
"P. J. Roche"

P. J. Roche Director

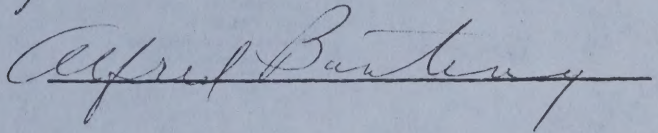
WE, the undersigned Directors of ROCHE MINES
LIMITED, hereby certify that there has been no material
change in the affairs of the Company since June 17th,
1958, being the date of the attached Balance Sheet.

DATED this 17th day of July, A.D.1958

"John. R. Rea"

A handwritten signature in cursive script, reading "John R. Rea", written over a horizontal line.

"Alfred Bunting"

A handwritten signature in cursive script, reading "Alfred Bunting", written over a horizontal line.

11. Brief statement of company's chief development work during past year.	(a) The Company staked 3 groups of claims, totalling 47 in number, in the Township of Isle-Dieu, Metagam Lake Area, east of the claims owned by New Hosco Mines Limited. A camp has been built and an E.M. survey is in progress; (b) The Company staked 90 claims in the Metagam District in northwestern Quebec in the Townships of Latouche and Berthiaume; (c) The Company put down 2100 feet of diamond drilling in one hole on its Quirke Lake claims adjoining the claims of Can-Met Explorations Limited and Northspan Uranium Mines Limited. This work was started May 13th, 1957 and concluded June 6th, 1957, and values of commercial grades were indicated; (d) Prospecting and exploration work were carried out in the Province of Ontario and access was gained by the use of the Company's owned aeroplane. Considerable exploration work was done north of the Albany River in the Province of Ontario.																																																																												
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	(a) The carrying out and completion of the E.M. survey on the claims referred to in Paragraph 11 (a) hereof. Any important anomalies will immediately be tested by diamond drilling. The completion of a survey as soon as possible to determine the boundaries of these claims. (b) The Company is presently engaged in additional staking of claims in the Metagam Area. (c) The Company will endeavour to complete arrangements for the financing and development of the Quirke Lake claims referred to in Paragraph 11 (c) hereof. (d) The Company will continue its airborne prospecting and surveying. The proceeds from the sale of the treasury shares will be used to defray the above-mentioned programs. All work will be done under the supervision of the Company's Mining Engineer, and the Company will be guided by his recommendations. Administration expenses will also be paid out of the above-mentioned funds.																																																																												
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><th></th><th>No. of Shares</th><th>Cost</th><th>Market June 17, 1958</th></tr><tr><td>Kerr-Addison</td><td>1,300</td><td>\$ 6,211.00</td><td>\$ 23,700.00</td></tr><tr><td>Bradnor Martie</td><td>5,000</td><td>500.00</td><td>no value</td></tr><tr><td>Mining Corporation</td><td>300</td><td>4,389.00</td><td>4,050.00</td></tr><tr><td>International Nickel</td><td>250</td><td>10,245.00</td><td>15,700.00</td></tr><tr><td>Anglo-Newfoundland</td><td>100</td><td>1,412.50</td><td>620.00</td></tr><tr><td>Noranda</td><td>50</td><td>2,000.50</td><td>2,230.00</td></tr><tr><td>Ajax Petroleum</td><td>7</td><td></td><td></td></tr><tr><td>Anacon Lead</td><td>200</td><td>840.00</td><td>120.00</td></tr><tr><td>Rock Echo</td><td>12,150 pooled</td><td></td><td></td></tr><tr><td>Rock Echo</td><td>1,350 free</td><td></td><td></td></tr><tr><td>Labrador</td><td>300</td><td>4,602.50</td><td>5,500.00</td></tr><tr><td>Ana Uranium</td><td>14,000 free</td><td></td><td></td></tr><tr><td>Ana Uranium</td><td>75,000 pooled</td><td></td><td></td></tr><tr><td>Consolidated Denison</td><td>200</td><td>2,446.25</td><td>1,650.00</td></tr><tr><td>Chib. Jacquet</td><td>100</td><td>550.00</td><td>150.00</td></tr><tr><td>Campbell Red Lake</td><td>100</td><td>800.00</td><td>840.00</td></tr><tr><td>T. Eaton Realty Bond</td><td>1,000</td><td>980.00</td><td>980.00</td></tr><tr><td>Conwest Exploration</td><td>100</td><td>385.00</td><td>325.00</td></tr></table>		No. of Shares	Cost	Market June 17, 1958	Kerr-Addison	1,300	\$ 6,211.00	\$ 23,700.00	Bradnor Martie	5,000	500.00	no value	Mining Corporation	300	4,389.00	4,050.00	International Nickel	250	10,245.00	15,700.00	Anglo-Newfoundland	100	1,412.50	620.00	Noranda	50	2,000.50	2,230.00	Ajax Petroleum	7			Anacon Lead	200	840.00	120.00	Rock Echo	12,150 pooled			Rock Echo	1,350 free			Labrador	300	4,602.50	5,500.00	Ana Uranium	14,000 free			Ana Uranium	75,000 pooled			Consolidated Denison	200	2,446.25	1,650.00	Chib. Jacquet	100	550.00	150.00	Campbell Red Lake	100	800.00	840.00	T. Eaton Realty Bond	1,000	980.00	980.00	Conwest Exploration	100	385.00	325.00
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14. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits involving the Company.																																																																												
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person or Company owns sufficient shares to materially affect control of the Company. John R. Rea may exercise control of the Company if he is able to secure proxies from the largest shareholders.																																																																												
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Harold D. Baker, Apt. 205, 49 Glen Elm Ave., Toronto, and William H. Thorburn, Apt. 412, 396 Avenue Rd., Toronto, are entitled to a finder's fee of 1 cent per share, shared equally, for arranging the financing referred to in Paragraph 7 hereof.																																																																												
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Nil																																																																												
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.																																																																												
19. Statement of any other material facts and if none, so state.	Nil																																																																												

DATED July 17th, 1958

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"John R. Rea"

"Alfred Bunting"

CORPORATE SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"E.H. Pooler"

"G.T. Gayford"

E.H. POOLER & CO. LIMITED

Pres.

Vice-Pres.